

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECEIVED
APR 5 2005

RECORDATION NO. 20992F FILE

APR 05 '05

3-52 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

April 1, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number ~~20292~~. **20992**.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: AT & L Railroad Company
2nd Street and Nash Blvd.
P.O. Box 29
Watonga, OK 73772

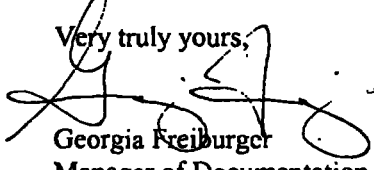
A description of the railroad equipment covered by the enclosed document is fifteen (15) 4650/4750 cu. ft. covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(A7LT012)

APR 05 '05

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ASSGN. NO.: ATLT012

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of January, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and A T & L Railroad Company ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: Theresa Catapano
Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 27th day of JANUARY, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

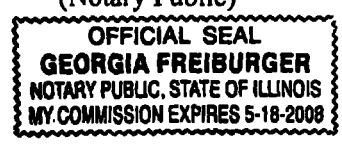
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of January, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

By: Mike Mahoney
Name: Mike Mahoney
Title: President

ATTEST:

By: Richard M. Cowan
Name: Richard M. Cowan

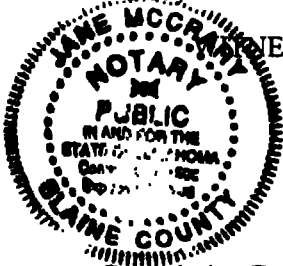
Title: Secretary-Treasurer, inc Executed on this 13th day of January, 2005.

[CORPORATE SEAL] NO SEAL
inc.

STATE OF Oklahoma
COUNTY OF Blaine

I, Jane McCray, a Notary Public of the County and State aforesaid, certify that Mike Mahoney personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of January, 2005.



Jane McCray
Notary Public # 610115015

Commission Expires:

7-19-2005
(Notary Public)

NUMBER OF CARS: Fifteen (15).

DESCRIPTION OF CARS: 4650/4750 cu. ft. Covered Hopper Cars.

CAR NUMBERS: NOKL 82390 – NOKL 823605, not including
NOKL 823594